

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 27198 FILED The Greenbrier Companies, Inc.

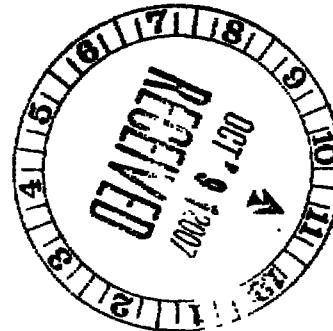
OCT 09 '07

**4-20 PM** One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035

SURFACE TRANSPORTATION BOARD 503 684 7000 Fax 503 684 7553

October 5, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated August 1, 2007, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Roseburg Forest Products Co.  
10599 Old Highway 99 South  
Dillard, Oregon 97432

A description of the railroad equipment covered by the enclosed document is:

Twenty-seven (27) used 61-foot, 100-ton bulkhead flatcars, bearing marks and numbers in the series WCRC 1103 through WCRC 1182, non-inclusive, more particularly described in the Railcar List attached to the Memorandum of Lease.

Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

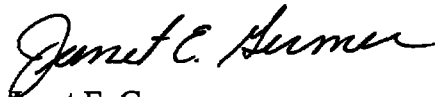
October 5, 2007

Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of August 1, 2007 between Greenbrier Leasing Company LLC, Lessor, and Roseburg Forest Products Co., Lessee.

Sincerely,

A handwritten signature in cursive script, appearing to read "Janet E. Germer".

Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

OCT 09 '07

**4-20 PM**

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***ROSEBURG FOREST PRODUCTS CO. ("LESSEE")***

***AUGUST 1, 2007***

***SCHEDULE NO. 1***

***AUGUST 1, 2007***

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Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of August 1, 2007 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Roseburg Forest Products Co., an Oregon corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-seven (27) used 61-foot, 100-ton bulkhead flatcars, bearing marks and numbers as set forth in the attached Rail Equipment List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: Norris M. Webb

NAME: Norris M. Webb

TITLE: Executive Vice President

LESSEE:

ROSEBURG FOREST PRODUCTS CO.

BY: William H. Smack, Jr.

NAME: William H. Smack, Jr.

TITLE: Treasurer

COUNTY OF CLACKAMAS

On this 25<sup>th</sup> day of September, 2007, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that ~~she~~ is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



Ameri Clarke Greener  
NOTARY PUBLIC  
My commission expires: 11-8-2009

STATE OF Oregon  
COUNTY OF Douglas

On this 17 day of September, 2007, before me personally appeared Julian H. Smalzer, to me personally known, who being by me duly sworn, says that s/he is the Treasurer of Roseburg Forest Products Co. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



*Rita Sanchez*  
NOTARY PUBLIC  
My commission expires: 2/4/08

### **RAIL EQUIPMENT LIST**

<b>Mark</b>	<b>Number</b>
WCRC	1103
WCRC	1111
WCRC	1118
WCRC	1123
WCRC	1128
WCRC	1153
WCRC	1155
WCRC	1157
WCRC	1158
WCRC	1159
WCRC	1160
WCRC	1161
WCRC	1162
WCRC	1165
WCRC	1167
WCRC	1168
WCRC	1169
WCRC	1170
WCRC	1171
WCRC	1173
WCRC	1174
WCRC	1175
WCRC	1178
WCRC	1179
WCRC	1180
WCRC	1181
WCRC	1182
<b>Total</b>	<b>27 Cars</b>